

Constitution and By-laws

Grand Traverse Kennel Club

Article I Name and Purpose

Section 1 - Name

The club shall be called the Grand Traverse Kennel Club, Incorporated (aka Grand Traverse Kennel Club or GTKC) and will be referred to hereafter in this document as the "Club".

Section 2 - Purpose

- a) Further the advancement of all breeds of pure-bred dogs;
- b) Do all in its power to protect and advance interests in conformation and performance events and encourage sportsmanlike conduct at such events; and
- c) Conduct conformation dog shows, agility trials, obedience/rally trials, scentwork trials and other performance sport trials under the rules of the American Kennel Club (AKC).

Section 3 - Organization Type

The Club shall not be conducted nor operated for profit and no part of any profits or remainder or residue from dues to the Club shall benefit any member or individual.

Article II Membership

Section 1 - Eligibility

There shall be two types of membership including Regular Membership following the election process in Section 3 and Associate Membership. Membership is open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. The GTKC does not discriminate based on basis of race, color, religion, sex, sexual orientation, gender identity, national origin, age, disability, marital status, political affiliation, or any other characteristic protected by law. A junior membership with the same provision of AKC good standing is offered to persons under eighteen years of age. Regular Members are expected to work at Club functions, attend the meetings, pay membership dues, and have the right to vote on club decisions. Associate Membership is awarded via board approval. Associate Members are not expected to attend meetings, are not expected to pay membership dues, and do not have the right to vote expect where allowed according to AKC Rules Applying to Dog Shows, Rules Applying to Registration and Discipline, Dealing with Misconduct at AKC Events, the Show Manual, and any other applicable rules, regulations and/or guidelines for the competitions being held.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders, exhibitors, and general members in its immediate area.

Section 2 - Dues

Membership dues in the amount of \$20 per year for an individual and \$10 per year for each additional immediate family member in the same household shall be payable on or before the 1st of January of each year.

There is a one-time dues payment of \$5 for a junior member. When a junior member attains the age of 18 and wishes to remain in the Club, he or she becomes subject to the regular member dues rates noted above at the start of the next fiscal year.

Dues for new members (excluding juniors) that join after the first quarter of the year will be prorated on a quarterly basis. No member may vote whose dues are not paid for the current year.

Section 3 - Election to Membership

- a) Individual membership for a non-breeder or a breeder: When an applicant decides to join after attending a minimum of one meeting, they may obtain a copy of the "New Member Application", two copies of the Code of Ethics, and a copy of the Constitution and By-laws from the Club Secretary or from the Club website (grandtraversekennelclub.com). The applicant's first meeting attendance, submission of their application for membership, and a signed copy of the Code of Ethics at a subsequent meeting must occur within a twelve-month time frame. The completed forms shall provide that the applicant agrees to abide by the applicable provisions of the Code of Ethics, the current Constitution and By-laws, and the rules of the American Kennel Club (akc.org/rules/). The application shall also reflect the signature of the assigned sponsors. It is the member sponsors' responsibility to contact the applicant outside the meeting and determine if there are any issues in regard to the applicant's compliance with the Code of Ethics. Participating in the breeding of one litter (using the applicant's or member's sire or dam for breeding purposes, including occurrences up to 5 years prior to the membership application date) automatically places the applicant/member in the breeder category. Breeder applicants/members must comply with an exclusive portion of the Code of Ethics and must provide additional information on the separate Breeder Membership Application form that relates to their own breeding practices. In the event that an applicant/member is not compliant with all provisions of the Code of Ethics, membership shall be denied/revoked. It is incumbent upon the applicant/member to become familiar with these Breeder member provisions and to seek help in becoming compliant with same from other breeder members if necessary. When a non-breeder member breeds a litter, it is incumbent upon that member to notify the Club.
- b) Junior membership: Same process as specified in Section 3a except that the sponsors must agree to continue in that role for the duration of the junior membership.
- c) The applicant shall turn in the completed forms package (i.e. two sponsor questionnaires, membership application/s, and signed copy of Code of Ethics) at the next meeting they attend or via email to the Club Secretary or a Board Member. The Board will review the application packet and ask the applicant any clarifying questions if necessary.
- d) The package shall be passed around to the membership to review during the next meeting or read aloud. Toward the end of the meeting, after all members present have reviewed the form, the applicant shall present himself or herself to the membership. At this time, general questions by the members are encouraged along with any questions that the applicant may have about the Club. Assuming the applicant still wishes to join the Club, the applicant

shall then leave the room for a final discussion and vote on membership by secret ballot or by acclamation.

- e) At the onset of the final discussion, the sponsor shall announce his or her determination on the acceptability of applicant as a potential member and present rationale for same. The intent of the discussion is to resolve any remaining questions the members may have prior to voting. Votes shall then be cast and ballots shall be counted immediately by the Secretary and one other member of the Club. An affirmative vote by 2/3 of the members present shall be required to approve the membership. The applicant is then asked to return to the meeting and the result of the vote shall be announced (along with rationale for rejection if the result is negative). New member dues shall be paid within 30 days of said notification.
- f) The new membership requirement to attend two meetings may be waived with board approval (i.e. volunteering at events may substitute meeting attendance).
- g) Applicants for membership who have been rejected by the Club may not reapply within 6 months after such rejection.

Section 4 - Termination of Membership

Membership may be terminated by:

- a) Resignation. Any member in good standing may resign from the Club upon written notice to the Secretary.
- b) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year. However, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting when dues are unpaid as of the date of that meeting.
- c) Expulsion. A membership may be terminated by expulsion as provided in Article XII, Section 4 of the Constitution and By-laws.

Article III Board of Directors: Officers and Trustees

Section 1 - Board of Directors

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and five other persons known as Trustees, all of whom shall be elected to one-year terms at the Club's Annual Meeting as provided in Article V, Section 2. To streamline regular membership meetings (i.e., free up more time for more social and educational content), general management of the Club's affairs shall largely be handled at Board meetings, which are open and may be attended by non-Board members. This does not preclude the possibility of some decisions being made at regular Club membership meetings. The total number of Board members is intentionally odd to preclude tie votes.

Section 2 - Officers

The Club's officers, consisting of the President, Vice-President, Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally pertaining to the office of the President.
- b) The Vice-President shall have the powers and exercise the duties of the President in case of the President's death, absence, or incapacity.
- c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters for which a record shall be ordered by the Club. He or she shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office when necessary, keep a role of members of the Club with their addresses, and maintaining and providing up-to-date copies of the Constitution & By-laws, Code of Ethics, and Applications for Membership as required.
- d) The Treasurer shall collect and receive all monies due or belonging to the Club and receipt thereof. He or she shall deposit the same in a bank satisfactory to the Board, in the name of the Club. His or her books shall at all times be open to inspection by the membership and he or she shall report to them at every regular Club meeting the condition of the Club's finances and every expense and revenue item not previously reported; and at the first regular meeting of the year, he or she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall annually file any forms and papers necessary to maintain the Club's tax and incorporation status.

Section 3 - Trustees

The five non-officer Board members shall be known as Trustees.

Section 4 - Absentees

Any Board member missing two unexcused Board meetings in any one calendar year may be replaced at the discretion of the Board at the Board's first regular meeting following the second missed meeting.

Section 5 - Vacancies

Any vacancies occurring on the Board during the year shall be filled for the remainder of the term of office by a majority vote of all the remaining members of the Board at its regular meeting following the creation of such vacancy.

Article IV Meetings and Voting

Section 1 - Club Meetings

Meetings of the Club shall be held within 50 miles of Traverse City. There shall be a minimum of four meetings per year on the first Tuesday of the selected months, at such an hour and place as may be designated by the President. Notice of each meeting shall be announced on the club website and social media at least 7 days prior to the date of the meeting. The members in good standing that are present at the meeting shall constitute a quorum.

Section 2 - Special Club Meetings

Special Club Meetings may be called by the President, or majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, or by the

Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meeting shall be held within 50 miles of Traverse City on a date and at such hour and place as may be designated by the person or persons authorized herein to call such meetings. Notice of such a meeting shall be given by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting; and said notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The members in good standing that are present at the meeting shall constitute a quorum.

Section 3 - Board Meetings

Meetings of the Board of Directors shall be held within 50 miles of Traverse City, on dates and at such hours and places as may be designated by the President (minimum of 4 meetings per year). Notice of each such meeting shall be given by the President at least 5 days prior to the date of the meeting. A quorum for such a meeting shall be five members of the Board.

Section 4 - Special Board Meetings

Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within 50 miles of Traverse City on dates and at such hours and places as may be designated by the person authorized herein to call such meetings. Notice of such meeting shall be emailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting, or phone call / instant messaging notice shall be at least 3 days and not more than 5 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be five members of the Board.

Section 5 - Club Meeting Order of Business

At meetings of the Club, the order of business, so far as character and nature of the meeting may permit, shall be as follows:

- Call to order
- Attendees sign in (members and guests)
- Introduction of new members and guests
- Revisions to the agenda
- Reading of minutes of the last Club meeting or motion to accept as published without reading
- Report of the Board
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of the Committees
- Election of Officers and Board Members (at Annual Meeting)
- Unfinished business
- New business
- Election of new members
- Brags (announcing attendees' dog's accomplishments)
- Adjournment

Section 6 - Board Meeting Order of Business

At meetings of the Board, the order of business, unless otherwise directed by majority vote by those present, shall be as follows:

- Additions or corrections of the minutes of the last Board meeting
- Unfinished business
- New business
- Adjournment

Section 7 - Protocol

All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8 - Voting

Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he or she is present. Proxy voting will not be permitted at any Club meeting or election.

Article V The Club Year, Annual Meeting, and Election

Section 1 - Club Year

The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin immediately at the conclusion of the election and shall continue through the election at the next Annual Meeting.

Section 2 - Annual Meeting

The Annual Meeting shall be that part of the regular Club Meeting held in the month of December in which directors and officers for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. The newly elected officers and Trustees shall take office immediately upon conclusion of the election and each retiring officer and Trustee shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election.

Section 3 - Elections

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. Any members running unopposed on the ballot may be elected by acclamation rather than balloting. The five nominated candidates for other positions on the Board that receive the greatest number of votes for such positions shall be declared elected.

Section 4 - Nominations

No person may be a candidate in a Club election who has not been nominated. During the fall, the Board shall select a Nominating Committee consisting of the Vice-President as chairperson, two members and two alternates. The members and alternates shall not be members of the Board. The Secretary shall immediately notify the Committee members and alternates of their selection. The Vice President shall call a Committee meeting to be held on or before November

15th. The alternates are involved in the process only in cases when members are unable to attend the meeting. The role of this Committee is to create a slate of Board candidates (Officers & Trustees) for the Annual Meeting election.

- a) The Committee shall nominate at least one candidate for each office and at least five candidates for the five other positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall forthwith notify each member, in writing, of the candidates so nominated.
- c) Additional nominations may be made at the December Club meeting by any member in attendance provided that the person so nominated does not decline when his or her name is proposed, and further provided that if the proposed candidate is not in attendance at this meeting, his or her proposer shall present to the Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate. No person may be a candidate for more than one office, and the additional nominations which are provided for herein may be made only from among those members who were not on the Nominating Committee.
- d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

Article VI Committees

Section 1 - Committees

The Board or Club shall appoint all committees as deemed desirable.

These might include:

- Conformation Show Committee
- Scentwork Committee
- Obedience & Rally Trial Committee
- Agility Trial Committee
- Fun Match Committee
- Membership Committee
- Education Committee
- Auditing Committee
- Nominating Committee

Section 2 - Committee Chair Terminations/Re-appointments

Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint a successor to a person whose service has been terminated.

Article VII Communication

Section 1 - Methods of Communication

Notification of meetings, etc. may be done by e-mail for those members who are on-line and have notified the Secretary of their current e-mail address. Notification of meetings, events, seminars, classes, etc. may be done on the club's website, social media, and/or e-mail.

Section 2 - Member List

The Club Secretary shall maintain a list of current postal and e-mail addresses and telephone numbers for all Club members and membership applicants to facilitate timely communication. Members and membership applicants shall promptly notify the Club Secretary when any of this information changes.

Article VIII Finances

Section 1 - Repository

All Club funds are to be collected by the Club Treasurer and deposited either in a Board approved banking institution with access by the Treasurer, President, and a third member where necessary to enable having an account in such banking institution. The Treasurer is responsible for securing signatures to authorize such access to Club funds.

Treasurer's reports are due at the regular Club meeting and a summary report for the prior year is due at the Annual Meeting in the detail specified in Article III, Section 2d. An annual audit of the Treasury reports is due in writing from the Auditing Committee. This committee shall consist of two members who do NOT have access to Club funds, and/or an outside certified public accountant. This committee shall examine the records of the Treasurer for the fiscal year within 30 days after receipt of the last available input for the reporting period, and report its findings in writing to the Club at the next regular Club meeting. Input to this audit is to be provided by the outgoing Treasurer and he or she is responsible for the resolution of any identified issues.

Section 2 - Expenditure Approvals

All expenditures are subject to the advance approval by a vote of Board members except for minor expenses (less than \$200), that may be authorized by the Club President. The Board may also grant blanket advance approval to Committee Chairpersons for historically-based expenses and approved budgets.

Section 3 - Expense and Revenue Documentation

All expenditures shall be documented with a standard "Expense/Revenue" form available from the Treasurer. Revenues received directly by members other than the Treasurer are to be documented using the same form, and then turned over to the Treasurer within 30 days of receipt of said funds. All financial related documents are to be given to the Treasurer for bookkeeping purposes and become part of the permanent records.

Section 4 - Reimbursement

Club-related expenses approved as noted in Section 2 of this Article and documented per Section 3 of this Article shall be reimbursed by the Treasurer with a check drawn on Club funds no later than 30 days after receipt of the documentation.

Article IX Events & Services

Section 1 - Events

The Club shall minimally endeavor to host one AKC-sanctioned conformation dog show and obedience trial, one AKC-sanctioned agility trial, and one AKC-sanctioned Scentwork trial. At the discretion of the Club members, additional events such as “Expos”, CGC/TDI Evaluations, seminars, health clinics, educational events, or dog visitations to senior centers or hospices may be added to the yearly calendar as time and resources may permit.

Section 2 - Services

The Club shall provide the following community services:

- Breeder referrals
- Rescue referrals
- Information on responsible breeding programs
- Information on dog health, protection, training, ownership enhancement, etc.
- Education and training programs on dog-related topics

Article X Member & Officer Protection

Section 1 - Incorporation

The Club shall maintain its current status as a corporation within the State of Michigan, with indemnification of its officers to provide liability protection for Board and Club members engaged in Club activities to the extent that the Club has assets that would satisfy any legal action judgment(s). The Club Treasurer is responsible for annual filing of papers with the state government to maintain that status.

Section 2 - Insurance

The Club shall maintain an insurance policy to provide 1st and 3rd-party liability protection for officers, members, and volunteer workers engaged in (i.e. working at) Club activities, in coverage amounts as deemed appropriate by the Board of Directors. The insurance policy must cover all Club events (including shows, trials, and matches) in coverage types and amounts as required by the event management organizations, and as deemed appropriate by the Board of Directors.

Article XI Member/Member Dog Recognition

Section 1 - Lifetime Membership.

Lifetime membership at no further cost to the recipient may be bestowed on a member for long-term commitment and contributions to the Club.

Section 2 - Brags

Member announcements of recent member/member dog accomplishments shall be made at each meeting (resulting in hearty rounds of applause). Both are to be initiated by the member.

Article XII Discipline

Section 1 - American Kennel Club Suspension

Any member who is suspended from the privileges of the American Kennel Club shall automatically be suspended from the privileges of this Club for a like period.

Section 2 - Charges

Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10 which shall be forfeited if such charges are not sustained. The Secretary shall promptly notify the Board that shall then meet and fix a date of a Board hearing not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his or her defense and bring witnesses if he or she wishes.

Section 3 - Board Hearing

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant, the Board may by a majority vote of those present suspend the defendant from all privileges in the Club for not more than 6 months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his or her fellow members at the ensuing Club meeting at which action on the Board's recommendation will be considered. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's recommended decision and penalty, if any.

Section 4 - Expulsion

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting.

The President shall read the charges and the Board's findings and invite the defendant, if present, to speak on his or her own behalf if he or she wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

Article XIII Dissolution

Section 1 - Dissolution

The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, whether voluntary or involuntary or by any operation of law, none of the property of the Club, or any proceeds thereof, or any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be given to charitable organizations selected by the Board of Directors for the benefit of dogs.

Article XIV Amendments

Section 1 - Amendment Proposal Process

Amendments to the Constitution and By-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with the recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2 - Amendment Approval Process

The Constitution and By-laws may be amended by a 2/3 vote of the members present at any regular Club meeting or at a special Club meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.